IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: FRANCHISE GROUP, INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 24-12480 (LSS) (Jointly Administered) **Re: Docket Nos. 253, 447**

SUPPLEMENTAL DECLARATION OF BENJAMIN J. STEELE IN SUPPORT OF DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF KROLL RESTRUCTURING ADMINISTRATION LLC AS ADMINISTRATIVE ADVISOR, EFFECTIVE AS OF THE PETITION DATE

I, Benjamin J. Steele, declare as follows:

1. I am a Managing Director of Kroll Restructuring Administration LLC ("Kroll"),[2] a chapter 11 administrative services firm whose headquarters are located at 1 World Trade Center, 31st Floor, New York, New York 10007. I am authorized to submit this declaration on behalf of

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virgina Beach, Virginia 23456.

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application (as defined below)

Kroll.

2. I submit this declaration (the "Supplemental Declaration") in support of *Debtors' Application for an Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor, Effective as of the Petition Date*, filed November 26, 2024 [Docket No. 253] (the "Application"), and as a supplement to my previously submitted declaration [Docket No. 253, Ex. B] (the "Prior Declaration") in support of the Application.

3. I hereby supplement my Prior Declaration to disclose the following connections, each of which Kroll believes does not present an interest adverse to the Debtors and is disclosed solely out of an abundance of caution:

- I was previously an associate at K&E, counsel to the Debtors in these chapter 11 cases. I left K&E in August 2013. I did not work on any matters involving the Debtors while employed by K&E. I understand that K&E has represented and currently represents Kroll in matters unrelated to the Debtors and these chapter 11 cases. Kroll also acts as a technology services vendor to K&E in connection with matters unrelated to these chapter 11 cases.

- A portion of my retirement account is invested in funds controlled by CastleKnight Management LP ("CastleKnight"), one of the Debtors' lenders. I have no control over investment decisions made by CastleKnight, nor any knowledge of any specific investments made by them in advance.

- RSM US LLP is an ordinary course professional of the Debtors. RSM US LLP also provides certain tax advisory services to Kroll.

- Kroll previously has acted as claims agent in the chapter 11 cases of Frontier Communications and its affiliates, Fusion Cloud Services, LLC, and Plaza at Northwood, LLC, which are vendors or landlords in these chapter 11 cases.

4. To the best of my knowledge, Kroll continues to be a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and does not hold or represent an interest materially adverse to the Debtors' estates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

Dated: March 28, 2025

<u>/s/ Benjamin J. Steele</u>
Benjamin J. Steele
Managing Director
Kroll Restructuring Administration LLC
1 World Trade Center, 31^{st} Floor
New York, New York 10007